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ELDORADO COMMUNITY IMPROVEMENT ASSOCIATION, INC.

TITLE: Conduct of Meeting Policy

BOARD POLICY NUMBER: 2023.08.15-1

DATE OF POLICY APPROVAL: August 15th, 2023

The following policy regarding how Board meetings will be conducted was adopted by the Board of Directors of the Eldorado Community Association, a New Mexico Non-profit Homeowners Association ("Association"), at a regular meeting of the Board of Directors. This policy will become effective on [date]: August 15, 2023.

The purpose of this Conduct of Meetings Policy is to:

- help the Chair run meetings efficiently and fairly
- facilitate full participation of all Directors
- educate Directors, committees and members about their roles
- encourage effective member input while promoting civility and respect
- enable transparent, democratic decision-making, and
- protect the best interests of the Association

The following rules are adopted for all regular and special Board Meetings, in addition to any requirements in the Bylaws:

A. Conduct of the Meeting

1. **Chair.** Meetings will be chaired by the Board President, the Vice President, or any other officer approved by the Board to act as chair of a meeting. At any time during a meeting, if the Chair feels it would help the meeting run more efficiently, he or she may temporarily surrender the Chair to a neutral person. Provided that the Chair is a Director, he or she may make motions, participate in debate and vote on motions.
2. **Motions.** The Board prefers that motions be made in writing, listed on the agenda, and distributed to Directors at least two business days prior to the meeting. If it is unavoidable, a Director has the right to make a motion during a meeting, but should write or email the motion to the Chair for the benefit of the person taking the minutes. Motions do not require a second. Routine and uncontroversial motions may be handled via a consent agenda (i.e. to approve minutes, accept the agenda, accept a resignation or appoint a committee member).
3. **Finality and notice.** Once a motion has been made and a vote has been taken, no further discussion on that topic will be in order at that meeting. Therefore, the Board prefers to first discuss new, substantive, business at Board meeting held at least a week before voting on any

motions related to that issue at a future Board meeting. This two-step process gives members and Directors notice and the opportunity to provide feedback about substantive new business before votes are taken. Recommendations or motions about new business discussed at a standing committee meeting held at least one week before a Board Meeting will satisfy this notice preference. This preference does not prevent the Board from taking emergency or temporary action when necessary for the best interest of the Association.

4. **Executive sessions.** The Board generally holds executive sessions following the close of the regular business meeting for appropriate, generally announced purposes. Motions on rules, policies or regulations may not be made or voted on during executive session.
5. **Speaking order.** Only one person may speak at a time. Anyone wishing to speak, including Directors, must first be recognized – that is, given permission to speak – by the Chair. The Chair will recognize Directors in order, and give every Director the opportunity to speak before a Director may speak a second time (except when questions are being answered). The Chair will alternate recognizing members present in person with members present via Zoom or other electronic meeting medium.
6. **Member identification.** Members present in person must provide their Eldorado lot address and name before speaking the first time. Members present via Zoom must type their name and address in the chat before being recognized. In addition, for the convenience of all meeting participants, each time a member is recognized, that member should identify themselves before speaking, whether they are participating remotely or in person.

B. Member Input.

1. **Input encouraged.** The Board welcomes and values input from all members. The Board prefers to receive input and questions about agenda topics in writing before the meeting, to assist Directors as they prepare for the meeting. Written comments or questions may be emailed to the General Manager, who will share them with all Directors before the meeting.
2. **Timing of member input.** The purpose of regular Board meetings is to conduct the business of the Association, not to conduct a press conference or question- and-answer session for members (by contrast, from time to time the Board and its committees hold town halls for this purpose, which have different conduct of meeting rules from Board Meetings). Accordingly, if necessary for the efficient conduct of business, the open forum may be held at the end of the Board meeting agenda. If time permits the Chair to accept member input during other agenda items, that input must be germane to the immediate topic under discussion by the Board. Member comments may be limited to two minutes per speaker. The Chair may end any speaker's time if remarks are of a personal nature or are off topic.
3. **Questions.** Questions are welcome but answering them fully can be distracting and time-consuming during a meeting. Questions must be addressed to the Chair, who will either answer, direct another appropriate person to answer, or direct the General Manager to note the question for an answer after the meeting. Answers should be limited to two minutes. The Board or management may answer questions in writing following the meeting.

4. **Open forum.** Invited guests and members and their representatives may listen but have no right to speak during debates on motions and other business. However, every regular Board meeting will include an open forum where members have an opportunity to speak, for at least two minutes per member, at some point on the agenda. Depending on the number of members wishing to speak and the length of the meeting to that point, the Chair has discretion to allow members to speak a second time after all other members have been recognized.

C. Committee Participation

1. **Committee reports.** The Board relies on the association's committees to do important work for the benefit of the association, so it is the Board's responsibility to stay informed about what committees are doing, provide direction, and listen to committee recommendations. Accordingly, committee chairs or the committee's board liaisons should report on each committee's work as frequently as the Board requests, at not less than three regular Board Meetings per year. Reports may be presented in writing.
2. **Committee questions for the Board.** Committee chairs or their designated representatives will be given the opportunity to address and pose questions for the Board at any regular Board Meeting, whether or not they are scheduled on the agenda to present a report. This discussion of committee business should not exceed five minutes per committee, unless additional time is authorized by the Chair. As with all questions, the Chair may answer, direct someone else to answer or may note the question for answering in the future.
3. **Motions recommended by committees.** Typically motions recommended by committees will be made by the board liaison for that committee, but if the liaison is not available to do so, committee chairs may send their proposed motions to the General Manager in writing ahead of a Board Meeting, for distribution to the Board.

D. Remote participation in meetings

1. **Remote participation.** If consistent with the Bylaws, Directors, committee chairs and members may participate in Board Meetings remotely. At this time the Board prefers to use Zoom as the technology platform for Meetings. Zoom invites will be available to all members on the ECIA website and via e-blast. Except as discussed below, Directors will not be muted, but members and guests will be muted until recognized by the Chair.
2. **Technical difficulties.** Each meeting participant is responsible for his or her connection to the technology selected for the meeting. No action may be invalidated on the grounds that the loss of, or poor quality of, a Director or member's individual connection prevented him or her from participating in the meeting. The Chair or a designee may mute or disconnect a participants' connection if technical difficulties (due to excessive static, noise or any other reason) cause undue interference with the meeting, but must announce that he or she is taking that action.
3. **Method for obtaining the floor.** The Chair will recognize remote meeting participants by asking them to be unmuted, after which they may speak. Typically all members participating remotely

should request permission to speak via the Zoom chat function. Members should be asked to provide their Eldorado lot address before they are allowed to enter the meeting or are recognized for the first time. Any meeting participant may be muted if they exceed the time limits listed in this policy.

E. Courtesy/ Remediating Disruptive Behavior

1. **Courtesy.** Members may not converse with each other during the meeting, interrupt anyone who is speaking, or otherwise disrupt the meeting. Members who fail to follow the direction of the Chair may be asked to leave the meeting. The Chair may take a recess, appoint a sergeant-at-arms, adjourn the meeting or take other action, if necessary to bring order to the meeting.
2. **No personal attacks.** Members or Directors may not engage in personal attacks on any other member or Director during any meeting. The Chair will end the speaking time of any meeting participant who makes personal attacks.

F. General

1. This policy shall replace and supersede all previous policies, rules, and regulations regarding the subject matter of this policy. The Bylaws and other governing documents of the Association control if they conflict with any provision of this policy.
2. The Board may amend this policy in the same way it makes any other policy. It may also vote to temporarily suspend any provisions of this Policy if necessary for the best interest of the Association.
3. In the event that a court of competent jurisdiction finds any portion of this policy void or otherwise unenforceable, the other provisions shall remain in full force and effect.

The undersigned hereby certifies that the foregoing policy was adopted and made a part of the minutes of the meeting of the Board of Directors of the Association conducted on the 16th day of August, 2023.

BOARD OF DIRECTORS OF THE
ELDORADO COMMUNITY IMPROVEMENT ASSOCIATION

DocuSigned by:
Amelia Adair

By:

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Amelia Adair, President